

9/16/77

BY-LAWS OF
ASPIRA OF AMERICA, INC.

Revised on September 16, 1977
by the BY-LAWS Committee of
the Board of Directors

Approved _____

ARTICLE I

OFFICES

The principal office of the Association shall be in New York, New York. The Association may also have offices at such other places as the National Board of Directors may from time to time designate.

ARTICLE II

DIRECTORS

Section 1. Number: The property, business and affairs of the Association shall be managed and controlled by the National Board of Directors. Each Associate shall be entitled to be represented by four (4) Directors on the National Board consisting of the Chairperson of the Aspira Associate, except as provided in Section 3 hereof, two student members of the Aspira Associate's Board of Directors, and one non-student member of the Aspira Associate's Board of Directors or one person selected from the Aspira Associate's geographical area.

Section 2. Term: Directors selected by the respective Aspira Associates shall be elected for the term of one year at the annual meeting of the Association in accordance with Article III, Section 1.

Section 3. At-Large Members and Their Terms: In addition to the Directors chosen in accordance with Section 1 above, three additional Directors shall be chosen At-Large by a majority vote of the Directors chosen under Section 1.

Such At-Large Directors shall have terms of 1, 2, and 3 years respectively. Two of the three At-Large Directors shall be selected by a majority vote of the National Directors elected by the Associates prior to the selection of officers of the National Board. There shall not be more than one At-Large member from any geographical area served by any Associate.

In the event the Chairperson of the National Board is chosen from the representatives of any Associate, he/she shall resign that position as a representative of his/her Associate on the National Board and shall occupy the position of the one year At-Large Director. Under those circumstances, his/her Associate shall be entitled to elect another representative to the National Board.

Further, in the event the Chairperson of the National is not a representative of any Associate, the one year At-Large Director shall be elected by the National Board as described above.

Section 4. Vacancies:^d In case any vacancy on the National Board of Directors shall occur through death, resignation, disqualification, incapacity, increase in number of Directors, or any other cause, the vacancy shall be filled by the Board of Directors of the Associate represented by any such member on the National Board creating the vacancy for the unexpired portion of the term at any annual meeting, regular meeting, or special meeting held for that purpose; except that in the case of a vacancy of any position of an At-Large member on the National Board, such vacancy shall be filled by a majority vote of the Directors of the National Board.

Section 5. Effect of Death, Resignation, or Removal:

All rights, powers, privileges and responsibilities of any Board member shall cease upon his death, resignation, or removal.

ARTICLE III

MEETINGS

Section 1. Annual Meeting: There shall be an Annual Meeting held in June when a report will be rendered by the National Executive Director of the past year's activities and elections of At-Large members will be held and vacancies, if any, will be filled on the Board of Directors.

Section 2. Place of Meeting: Meetings of the National Board of Directors of the Association, are to be held at its principal office, or at such other place as may be designated by the National Board of Directors.

Section 3. Meetings: Regular meetings of the Board of Directors shall be held at least three (3) times a year.

Section 4. Notice of Meeting: Meetings of the Board of Directors may be held upon written notice to each Director not less than five (5) nor more than twenty (20) days before such meeting.

Section 5. Voting: At all meetings of the Board of Directors each Director shall have one (1) vote, and, except as otherwise provided by these By-Laws, by statute, or by Robert's Rules of Order, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Quorum and Adjournments: A majority of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of business.

Section 7. Order of Business: The Order of Business shall be as follows at all the meetings of the Board of Directors and all committees or as otherwise determined by the Board:

1. Calling of the Roll
2. Proof of Notice of Meeting or Waiver of Notice
3. Reading the Minutes
4. Receiving Communications
5. Elections of Officers and New Members
6. Report of Officers
7. Reports of Committees
8. Unfinished Business
9. New Business

Section 8. Removal for Absences: Failure of a Director to attend three (3) consecutive meetings of the National Board of Directors where notice has been provided in accordance with Article III, Section 4, may result in the termination of membership on the Board upon the majority vote of the Board.

ARTICLE IV

OFFICERS

Section 1. Number: The Officers of the National Board shall be:

1. Chairperson
2. Vice-Chairperson, Program
3. Vice-Chairperson, Finance
4. Secretary
5. Treasurer

No person shall hold more than one office.

Section 2. Election and Appointments: All officers of the National Board shall be elected annually by the Board of Directors at a meeting held in September of each year, and shall continue to hold office at the discretion of the Board of Directors. Vacancies may be filled at any meeting of the Board. The Board may appoint such other officers, agents and employees as it shall deem necessary, who shall serve at the discretion of the Board and who shall have such authority and shall perform such duties as may, from time to time, be prescribed by the Board.

Section 3. Duties of Officers:

- (a) Chairperson of the Board: The Chairperson shall preside at all meetings of the Executive Committee, the Board of Directors, at the Annual Meeting, and shall present a report on the condition of the affairs of the Association. He/she shall be an ex-officio member of all committees. He/she shall appoint from time to time from the Board of Directors special committees to act upon such matters as he/she shall designate. He/she shall enforce these By-Laws and perform all duties required by the position and By-Laws.
- (b) Vice-Chairperson, Program: During the absence or inability of the Chairperson to render and perform his/her duties or exercise his/her powers, as set forth in these By-Laws, the same shall be performed and exercised by the Vice-Chairperson in charge of Program and when so acting, he/she shall have all

the powers and be subject to all the responsibilities hereby given to or imposed upon the Chairperson.

The Vice-Chairperson in charge of Program shall perform such duties as are necessary for the program, planning and evaluation of the Association in conjunction with staff.

- (c) Vice-Chairperson, Finance: During the absence or inability of the Chairperson and Vice-Chairperson of Program to render or perform the duties of the Chairperson or exercise his/her powers, as set forth in these By-Laws, the same shall be performed and exercised by the Vice-Chairperson in charge of Finance, and when so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the Chairperson. The Vice-Chairperson of Finance shall also perform such duties as may be necessary to conduct the fund raising activities of the Association in conjunction with staff.
- (d) Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and of the membership in appropriate books. He/she shall give and serve all notices of the Association and shall be custodian of the records and of the Seal of the Association and shall affix the latter when required. He/she shall present to the Board of Directors at their regular meetings, all communications addressed to him officially by the Chairperson or any

(d) Vice-Chairperson, Personnel:

officer of the Board. He/she shall perform such other duties as the Chairperson may direct.

- (e) Treasurer: The Treasurer shall have the care and custody of and be responsible for all funds and securities of the Association. He/she shall keep or cause to be kept accurate cash, check, bank, and other necessary and proper books of accounts. He/she shall perform such duties and exercise such powers as the Board of Directors, or in connection with the management of the Association, as the Chairperson may from time to time prescribe.

Section 4. Resignations: Any officer may resign at any time in writing by notifying the Chairperson or the Secretary of the Board of Directors of the Association. Such resignation shall take effect at the time therein specified. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: Vacancies in any office may be filled by the Board of Directors at any annual meeting, regular meeting, or special meeting.

ARTICLE V

* EXECUTIVE COMMITTEE

Section 1. Constitution: There shall be an Executive Committee composed of the Chairperson of the Board, Vice-Chairperson for Program, Vice-Chairperson for Finance, Treasurer and Secretary of the Association.

In the event these officers do not, by virtue of their residence, collectively represent all Associates, the Chairperson of any Associate not represented shall become a member of the Executive Committee. At least one student shall be a member of the Executive Committee. The Board of Directors shall fill any and all vacancies in the Executive Committee and may, from time to time, appoint alternate members of the Executive Committee to serve in the temporary absence or disability of any members and to ensure that all Aspira Associate boards are represented on the Executive Committee. Such designation or such appointment of an alternate member of said committee may be removed, at any time, by the National Board of Directors.

Section 2. Powers: The Executive Committee shall have and may exercise, so far as may be permitted by law, all the powers of the Board of Directors in the management of the property and affairs of the Association in the intervals between meetings of the Board, shall act in such intervals as the governing body of the Association, and shall have the power to authorize the seal of the Association to be affixed to all papers which may require it.

Section 3. Organization, Meetings, etc.: The Chairperson of the Board shall be Chairperson of the Executive Committee, and he/she shall appoint a Secretary of the meetings of the Executive Committee. In the absence of any such Chairperson of the Executive Committee, and at any meeting of the Executive Committee, the Vice-Chairperson for Program shall be the Chairperson of the meeting and in his/her absence the Vice-Chairperson for Finance shall be the Chairperson of the Executive Committee. The Executive Committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs provided that

meetings of the Executive Committee may be called by the Chairperson or his/her substitute, as provided in Article IV, Section 3, (b) and (c), or a majority of the members of the Executive Committee.

The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

Section 4. Quorum & Manner of Acting: A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VI

STANDING COMMITTEES

Section 1. Constitution and Powers: The Board of Directors may, by resolution, establish standing committees to study, plan, administer, or otherwise be concerned with specific projects which the Association shall undertake and, to the extent permitted by law, may delegate to any such committee, such lawful powers as the Board of Directors shall determine. Committee appointment, and the filling of any and all vacancies on any standing committee, shall be made as the Board of Directors may determine. Any member of any standing committee may be removed, with or without cause, at any time, by the Board of Directors.

Section 2. Organization, Meeting, etc.: The National Board of Directors of the Association shall designate the Chairperson of any standing committee and/or the Secretary thereof. In the absence of the Chairperson of the standing committee and/or the Secretary, at any meeting of a standing committee, the committee shall appoint a Chairperson or Secretary

at the meeting, as the case may be. Each standing committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs. Each standing committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

Section 3. Quorum andanner of acting: A majority of the members of any standing committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of each committee.

Section 4. Temporary Committees: The Chairperson of the Board of Directors shall be authorized to appoint temporary committees to report on any problems that the Association may desire or need to study.

ARTICLE VII

ASPIRA OF AMERICA STAFF

The Board of Directors shall appoint a National Executive Director to function as the chief operating officer of the Association. The National Executive Director shall

Section 1. Technical Assistance and Research Provide technical assistance to each of the Associates and, where appropriate, to other agencies, organizations, or groups consistent with the purposes of the Association. With the approval of the National Board, the National Executive Director shall develop and implement research projects which identify, investigate, organize, and disseminate information which affects the issues, policies, and/or programs of national concern to the Association.

Section 2. Advocacy: Articulate the Association's position on issues, problems, and solutions of both national scope and effect. In performing this duty he/she shall consider and respect the diversity of local concerns and interests represented by the Aspira Associates.

Section 3. Joint Programs: With regard to those programs which involve on-going collaboration among any Aspira Associates and Aspira of America, the National Executive Director, through consultation with the participating Associate, shall plan, develop, seek funding, monitor implementation, evaluate, report and act as the responsible fiscal agent for such joint national programs as will be established. For these purposes he/she will establish the necessary administrative contractual and other practices that will insure the successful performance of such programs. The delivery of such programs will be the primary function of the Associates.

Section 4. Fund Raising: Oversee the funding of approved National and Joint National Programs which is the function of Aspira of America. It is also the function of Aspira of America to maximize the procurement of unrestricted funds from national funding sources. He/she shall coordinate, through consultation, collaboration and periodic exchange of information with the Associates, the strategy for such fund raising.

In case of disagreement with regard to program development between or among Aspira of America, Inc. and any Associate, or between or among any Associates, the National Executive Director is authorized to resolve through mediation such disputes. In the event a resolution is not achieved, any affected Associate or the National Executive Director may place the disagreement at any time before the National Board for determination, or in lieu thereof, to the Executive Committee.

Section 5. Financial Assistance: Upon recommendation to and approval of the National Board, be responsible to implement the disbursement of national monies to the Associates. He/she will also submit plans for approval to the National Board for implementing financial assistance to the National Office from Associates' sources.

Section 6. Reporting: Be responsible for securing, coordinating and presenting the quarterly reports and other reports necessary by Aspira of America to enable it to fulfill its responsibilities.

Section 7. Other Functions: Perform such duties as are assigned by the National Board, or such other functions which are consistent with the Articles of Association and these By-Laws.

Section 8. Staff: Be responsible for hiring and supervising a National staff to assist him/her in carrying out his/her duties.

ARTICLE VIII

COUNCIL OF EXECUTIVE DIRECTORS

Section 1. Constitution: The Executive Director of each Aspira Associate and the National Executive Director of Aspira of America, Inc. shall comprise the Council of Executive Directors.

Section 2. Purpose: In coordinating the planning, developing and implementing of matters of national concern and interest, the National Executive Director shall consult and seek the advice of the Council of Executive Directors.

Section 3. Organization, Meetings, etc.: The National Executive Director shall be Chairperson of the Council of Executive Directors. The National Executive Director may convene a meeting of the Council of Executive Directors or the designees of its members upon written notice to each member not less than five (5) nor more than twenty (20) days prior to the date upon which the meeting is to be held. Unless

otherwise indicated by the written notice, all such meetings shall be held at the principal offices of the Association. Apart from convening meetings, if any, of the Council of Executive Directors, the National Executive Director shall consult with the Council quarterly and more frequently if necessary.

ARTICLE IX

ANNUAL REPORT

At each annual meeting, the National Board of Directors shall present a report, in accordance with the provisions of the Law.

ARTICLE X

WAIVER OF NOTICE

Any meeting of members, directors, or committees and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing before, at or after such meeting. Maximum efforts shall be made to notify all members of the National Board telephonically or otherwise in the event written notice is not given in accordance with Article III, Section 4.

ARTICLE XI

ADMINISTRATIVE PROCEDURES

Section 1. Negotiable Instruments: Checks, promissory notes and other instruments for the payment of money shall be signed by such person or persons as may from time to time be designated by the Board of Directors.

Section 2. Real Estate and Property: In the event that an Associate takes steps to dissolve, it is understood that as part of the National Aspira Movement said Associate shall convey its real estate and personal property to Aspira of America, Inc.

ARTICLE XII

CORPORATE SEAL

The seal of the Association shall be in such form as may from time to time be adopted by the Board of Directors.

ARTICLE XIII

FISCAL YEAR

Until changed by resolution of the Board of Directors, the fiscal year of the Association shall be from July 1 through June 30, unless otherwise changed.

ARTICLE XIV

AMENDMENTS TO BY-LAWS

These By-Laws may be amended, supplemented or replaced from time to time by a majority of all members of the National Board of Directors.